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TRACY COMBS FLANIGAN

ATTORNEY AT LAW
221 WEST FOURTH STREET
SUITE 15
CARTHAGE, MISSOURI 64836

FACSIMILE 417-358-3369

June 24, 2003

VIA EXPEDITED COURIER SERVICE

Recordation

Surface Transportation Board

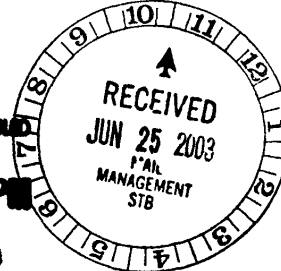
1925 K Street, N.W., Room 715

Washington, D.C. 20423-0001

RECORDATION NO. 4749-V

JUN 25 '03

2-48 PM



Re: Documentation for Recordation **SURFACE TRANSPORTATION BOARD**

Dear Recorder:

I am enclosing a counterpart original and a copy of each of the two (2) documents described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

1. The first document to be recorded is an Instrument of Release and Satisfaction of the Great Northern Railway Company General Gold Bond Mortgage dated January 1, 1921 from Citibank, N.A. Trustee to The Burlington Northern and Santa Fe Railway Company, dated as of January 1, 1997. This document provides for the cancellation, satisfaction, release and discharge of said Great Northern Railway Company General Gold Bond Mortgage. The primary document to which this is connected was recorded under ICC Recordation Number 4749 on February 12, 1968. The names and addresses of the parties to the document are as follows:

Mortgage Trustee: Citibank, N.A. as Trustee,
Corporate Trust Office
111 Wall St., 14th Floor
New York, NY 10005

Mortgagor: The Burlington Northern and Santa Fe Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76131

A short summary of the document to appear in the index is as follows:

Instrument of Release and Satisfaction of Great Northern Railway Company General Gold Bond Mortgage dated January 1, 1921 (the "Release"), which Release is dated as of January 1, 2003 from Citibank, N.A. to The Burlington Northern and Santa Fe Railway Company, which provides for the cancellation, satisfaction, release, and discharge of the Great Northern Railway Company General Gold Bond Mortgage.

2. The second document to be recorded is an Instrument of Release and Satisfaction of the Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage, dated February 1, 1921 from Citibank, N.A., Trustee to The Burlington, Northern and Santa Fe Railway Company, dated as of January 1, 2003. This document provides for the cancellation, satisfaction, release and discharge of said Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage. The primary document to which this is

Ms. Janice Fort, Recordation
Page 2
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connected was recorded under ICC Recordation Number 5606 on February 25, 1970.
The names and addresses of the parties to the document are as follows:

Mortgage Trustee: Citibank, N.A.
Corporate Trust Officer
120 Wall Street
New York, NY 10005

Victor Zarrilli as Individual Trustee c/o UMB Bank of St. Louis, N.A.
Six South Broadway
St. Louis, MO 63102

A short summary of the document to appear in the index is as follows:

Instrument of Release and Satisfaction of Chicago, Burlington & Quincy First and Refunding Mortgage dated January 1, 1921 (the "Release"), which Release is dated as of January 1, 2003 from Citibank, N.A. Trustee to The Burlington Northern and Santa Fe Railway Company, which provides for the cancellation, satisfaction, release and discharge of Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage.

Enclosed is a check in the amount of \$60 to cover the cost of the filings listed above. Please return the file-stamped copy of each document to the undersigned in the envelope provided. Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me at (417) 358-8045.

Very truly yours,



Tracy Combs Flanigan

TCF/ld

Enclosures

Cc: Craig N. Smetko
Associate General Counsel and
Assistant Secretary

RECORDATION NO. 4749-V FILED
JUN 25 '03 2-48 PM
SURFACE TRANSPORTATION BOARD

CITIBANK, N.A. AND VICTOR ZARRILLI

Trustees

to

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

**INSTRUMENT OF RELEASE AND SATISFACTION
of
CHICAGO, BURLINGTON & QUINCY RAILROAD COMPANY
FIRST AND REFUNDING MORTGAGE**

Dated February 1, 1921

Dated as of January 1, 2003

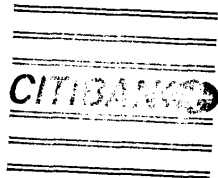
WHEREAS, The Burlington Northern and Santa Fe Railway Company, a Delaware Corporation, formerly Burlington Northern Railroad Company and prior to that, Burlington Northern Inc., corporate successor in interest and title by merger to Chicago, Burlington & Quincy Railroad Company (hereinafter called the "Company"), and Citibank, N.A., formerly The First National Bank of the City of New York, the Corporate Trustee, and Victor Zarrilli, successor to Frazier L. Ford, George E. Porter, Jacob M. Ford II, Bartlett Ford and John J. Ford, the Individual Trustee, (the Corporate Trustee and Individual Trustee, collectively called "Trustees") are parties to that certain Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage dated February 1, 1921, as amended by Supplemental Indentures, dated as of August 1, 1944, as of August 1, 1945, as of February 1, 1950, as of February 1, 1958, as of May 3, 1968, two supplements as of March 2, 1970, as of May 23, 1972, as of May 14, 1981, as of December 31, 1981, as of December 31, 1996, and as of May 6, 1999, under which First and Refunding Mortgage bonds of several series have been issued ("Bonds");

WHEREAS, Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage Series of 2010 4% Bonds are the only issue of Bonds outstanding and the same have been set aside for cancellation by the Company, the sole holder of the bonds, and the Company has caused to be paid all sums payable by it under the Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage.


NOW THEREFORE, in consideration of the premises and of the sum of (\$10.00) to the trustees duly paid by the Company at or before the execution of this instrument, receipt of which is hereby acknowledged the trustees pursuant to the provisions of the Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage, do hereby acknowledge that said First and Refunding Mortgage is canceled, satisfied, and released and discharged; do hereby assign, convey, transfer and deliver to the Company, its successors and assigns, all the estate, title and interest of the Trustees in and to the property, rights and interest, conveyed, assigned and pledged to the Trustees under the Chicago,

Burlington & Quincy Railroad Company First and Refunding Mortgage subject to any existing liens not created by the Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage; do hereby authorize the recording of this Instrument of Release and Satisfaction and any other such documents in all offices as shall be necessary to remove the lien of said Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage; and further, do hereby agree to do such other acts and things that shall be necessary to vest in The Burlington Northern and Santa Fe Railway Company title, subject to any existing liens, not created by the Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage, in and to the property, right and interest, conveyed, assigned and pledged to the Trustee under the Chicago, Burlington & Quincy Railroad Company First and Refunding Mortgage.

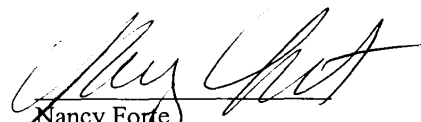
IN WITNESS WHEREOF, Citibank, N.A. formerly the First National Bank of the City of New York has cased this instrument to be signed, and its corporate seal to be hereunto affixed, by one of its Vice President and to be attested by one of its authorized officers and Victor Zarrilli, as individual trustee, has hereunto set his hand, all as of the first day of January, 2003.



CITIBANK, N.A.

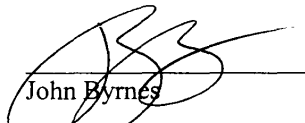
By: 
P. DeFelice
Vice President

Attest:


Nancy Forte
Assistant Vice President

Signed, sealed and acknowledged by Citibank, N.A. as
Trustee in the presence of :


Robert Kirchner


John Byrnes

By: Victor Zarrilli
Victor Zarrilli
as Individual Trustee

Signed and acknowledged by Victor Zarrilli, as
Individual Trustee, in the presence of

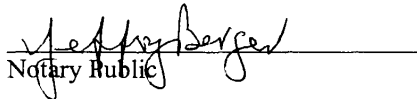
Mike Sabo
Mike Sabo

Laura Roberson
Laura Roberson

STATE OF NEW YORK)
)SS
CITY AND COUNTY OF NEW YORK)

On this 29th day of January, 2003, before me, Jeffry Berger, a duly authorized Notary Public in said City and County in the State aforesaid, personally appeared P. DeFelice and Nancy Forte, to me known to be a Vice President and an Assistant Vice President, respectively, of Citibank, N.A., a national banking association organized and existing under the laws of the United States of America, the association that executed the within and foregoing instrument; and the said P. DeFelice and Nancy Forte acknowledged the said instrument to be the free and voluntary act and deed of said association for the uses and purposes therein mentioned and on oath stated that they were authorized to execute said instrument and that the seal thereto is the seal of said association.

IN WITNESS WHEREOF I have hereunto set my hand and
affixed my official seal the day and year first above written.



JEFFRY BERGER
Notary Public, State Of New York
No. 01BE5015814
Qualified In Kings County
Commission Expires July 26, 2005

STATE OF MISSOURI)
)
CITY AND COUNTY OF)SS.
ST. LOUIS)

On this 29th day of January, 2003, before me personally came Victor A. Zarrilli, to me know to be the person in and who executed the foregoing instrument, and acknowledged that he executed the same for the uses, purposes and consideration therein expressed.

Given under my hand and seal of office, the day and year first above written.


Notary Public, STATE OF MISSOURI

M DEBORAH KING
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXP. JULY 6, 2004

Mortgage registration tax due hereon: none.

Unless otherwise directed by The Burlington Northern and Santa Fe Railway Company, real property taxes for the real property of The Burlington Northern and Santa Fe Railway Company, should be sent to:

Alec Vincent, Director of Taxes
The Burlington Northern and Santa Fe Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131

Addresses of the parties to the foregoing instrument:

The Burlington Northern and Santa Fe Railway Company
Attn: Craig N. Smetko
2500 Lou Menk Drive
Fort Worth, Texas 76131

Citibank, N.A., as Trustee, Corporate Trust Office
111 Wall Street-14th Floor
New York, New York 10005

Prepared by:

The Burlington Northern and Santa Fe Railway Company
Attn: Craig N. Smetko
2500 Lou Menk Drive
Fort Worth, Texas 76131
(817)-352-3465